

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

MASTR ADJUSTABLE RATE MORTGAGES  
TRUST 2006-OA2, MASTR ADJUSTABLE  
RATE MORTGAGES TRUST 2007-1, AND  
MASTR ADJUSTABLE RATE MORTGAGES  
TRUST 2007-3.

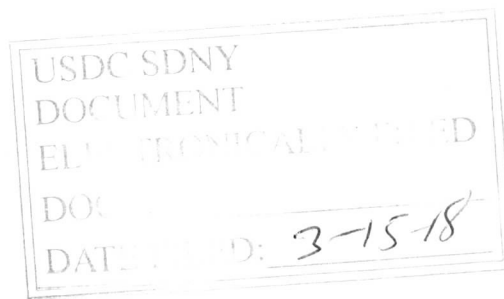
Plaintiff,

vs.

UBS REAL ESTATE SECURITIES, INC.,

Defendant.

Civil Civ. Action No. 12-cv-7322 (PKC)




DECLARATION OF DAVID VISHER IN SUPPORT OF REPLY TO OPPOSITIONS TO  
MOTION TO INTERVENE

David Visher declares, under penalty of perjury:

1. If all attached Declarations in Exhibits A, B, C, D, and E are executed and entered into evidence, I will stipulate to the following –

- (a) UBS RESI and BofA are not manipulating the votes of the Trusts
- (b) Axonic and NCUA were adversely impacted by Proposed Settlement Agreement not being higher than \$543,456,000
- (c) Attorney fees in Proposed Settlement Agreement are reasonable

DATED: March 12, 2018

  
David Visher

# EXHIBIT A

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

MASTR ADJUSTABLE RATE MORTGAGES  
TRUST 2006-OA2, MASTR ADJUSTABLE  
RATE MORTGAGES TRUST 2007-1, AND  
MASTR ADJUSTABLE RATE MORTGAGES  
TRUST 2007-3.

Plaintiff,

vs.

UBS REAL ESTATE SECURITIES, INC.,

Defendant.

---

Civil Civ. Action No. 12-cv-7322 (PKC)

**DECLARATION OF LARRY FAZIO - NCUA**

Larry Fazio declares, under penalty of perjury:

1. I am familiar with NCUA's investments in the following Trusts –

- (a) MARM 2006-OA2
- (b) MARM 2007-1
- (c) MARM 2007-3

2. The present value of the expected cash flow from those investments, discounting at the forward LIBOR curve, would have increased had UBS RESI increased the Proposed Settlement Amount above \$543,456,000.

DATED: March \_\_\_, 2018

\_\_\_\_\_  
Larry Fazio

# EXHIBIT B



# EXHIBIT C

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

MASTR ADJUSTABLE RATE MORTGAGES  
TRUST 2006-OA2, MASTR ADJUSTABLE  
RATE MORTGAGES TRUST 2007-1, AND  
MASTR ADJUSTABLE RATE MORTGAGES  
TRUST 2007-3.

Civil Civ. Action No. 12-cv-7322 (PKC)

Plaintiff,

VS.

UBS REAL ESTATE SECURITIES, INC.,

Defendant.

## DECLARATION OF DEREK LOESER – KELLER ROHRBACK LLP

Derek Loeser declares, under penalty of perjury:

1. I am familiar with NCUA's and Axonic Capital LLC's investments in the following Trusts –

- (a) MARM 2006-OA2  
(b) MARM 2007-1  
(c) MARM 2007-3

2. If the Proposed Settlement Agreement is executed, the present value of the expected cash flow from those investments, discounting at the forward LIBOR curve, would increase more than \$12,586,000.

DATED: March , 2018

Derek Loeser

# EXHIBIT D



**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

MASTR ADJUSTABLE RATE MORTGAGES  
TRUST 2006-OA2, MASTR ADJUSTABLE  
RATE MORTGAGES TRUST 2007-1, AND  
MASTR ADJUSTABLE RATE MORTGAGES  
TRUST 2007-3.

Plaintiff,

vs.

UBS REAL ESTATE SECURITIES, INC.,

Defendant.

Civil Civ. Action No. 12-cv-7322 (PKC)

**DECLARATION OF WILLIAM W CHANDLER – UBS RESI**

William W. Chandler declares, under penalty of perjury:

1. I believe I am familiar with UBS RESI's, as well as all entities under common control of entities controlling UBS RESI ("UBS"), investments in and agreements related to the following Trusts –

- (a) MARM 2006-OA2
- (b) MARM 2007-1
- (c) MARM 2007-3

2. To my knowledge, UBS does not have any investments in certificates of these Trusts nor any means to exercise or control votes in these Trusts, and I believe I would know if UBS did.

DATED: March \_\_\_, 2018

\_\_\_\_\_  
William W Chandler

# EXHIBIT E

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

MASTR ADJUSTABLE RATE MORTGAGES  
TRUST 2006-OA2, MASTR ADJUSTABLE  
RATE MORTGAGES TRUST 2007-1, AND  
MASTR ADJUSTABLE RATE MORTGAGES  
TRUST 2007-3.

Plaintiff,

vs.

UBS REAL ESTATE SECURITIES, INC.,

Defendant.

---

Civil Civ. Action No. 12-cv-7322 (PKC)

**DECLARATION OF ELIZABETH CHEN – COUNTRYWIDE HOME LOANS, INC**

Elizabeth Chen declares, under penalty of perjury:

1. I believe I am familiar with Countrywide Home Loans, Inc's ("Countrywide"), as well as all entities under common control of entities controlling Countrywide ("BofA"), investments in and agreements related to the following Trusts –

- (a) MARM 2006-OA2
- (b) MARM 2007-1
- (c) MARM 2007-3

2. To my knowledge, BofA does not have any investments in certificates of these Trusts nor any means to exercise or control votes in these Trusts, and I believe I would know if BofA did.

DATED: March \_\_\_, 2018

---

Elizabeth Chen

**PRIORITY MAIL EXPRESS**

FASTEST SERVICE IN THE U.S.

**USMP3 SDNY**

FOR DOMESTIC AND INTERNATIONAL USE



1007

NET AMOUNT

**\$24.70**

R2305H12724-09

1007



EL753150010US

EL753150010US

**PRIORITY MAIL EXPRESS**



**PAYMENT BY ACCOUNT (if applicable)**

**DELIVERY OPTIONS (Customer Use Only)**

☐ SIGNATURE REQUIRED Note: The mailer must check the "Signature Required" box if the mailer: 1) Requires the addressee's signature; OR 2) Purchases additional insurance; OR 3) Purchases COD service; OR 4) Purchases Return Receipt service. If the box is not checked, the Postal Service will leave the item in the addressee's mail receptacle or other secure location without attempting to obtain the addressee's signature on delivery.

**Delivery Options**

- ☐ No Saturday Delivery (delivered next business day)
- ☐ Sunday/Holiday Delivery Required (additional fee, where available)
- ☐ 10:30 AM Delivery Required (additional fee, where available)
- \*Refer to USPS.com® or local Post Office® for availability

TO: (PLEASE PRINT)

USPS SDNY  
500 Pearl Street RM200  
Attn: Proc Sec Unit  
New York, New York

PHONE ( ) - -

212, 205-0175

ZIP + 4® (U.S. ADDRESSES ONLY)

10007

- For pickup or USPS Tracking™, visit USPS.com or call 800-222-1811.
- \$100.00 insurance included.

**ORIGIN (POSTAL SERVICE USE ONLY)**

<input type="checkbox"/> 1-Day	<input type="checkbox"/> 2-Day	<input type="checkbox"/> Military	<input type="checkbox"/> DPO
PO ZIP Code	Scheduled Delivery Date (MM/DD/YYYY)	Postage	
90065	3/16/18	\$	
Date Accepted (MM/DD/YYYY)	Scheduled Delivery Time	Insurance Fee	COD Fee
3/16/18	<input type="checkbox"/> 10:30 AM <input type="checkbox"/> 3:00 PM <input type="checkbox"/> 12 NOON	\$	\$
Time Accepted	10:30 AM Delivery Fee	Return Receipt Fee	Live Animal Transportation Fee
7:58	\$	\$	\$
Special Handling/Fragile	Sunday/Holiday Premium Fee	Total Postage & Fees	
\$	\$	\$	
Weight lbs.	Flat Rate	Acceptance Employee Initials	
3.1	1	DR	

**DELIVERY (POSTAL SERVICE USE ONLY)**

Delivery Attempt (MM/DD/YYYY)	Time	Employee Signature
3/16/18	AM PM	
Delivery Attempt (MM/DD/YYYY)	Time	Employee Signature
	AM PM	

3-ADDRESSEE COPY PSN 7690-02000-9996 LABEL 11-B, OCTOBER 2016

TES /ICE